

AMENDMENT NO. 1

TO

FORM A

**STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF OR MERGER
WITH DOMESTIC INSURERS**

JOHN HANCOCK LIFE INSURANCE COMPANY
and
JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY
Names of Domestic Insurers

Subsidiaries of

JOHN HANCOCK FINANCIAL SERVICES, INC.

BY

MANULIFE FINANCIAL CORPORATION

Filed with the Division of Insurance of the Commonwealth of Massachusetts

Dated: January 7, 2004

Name, Title, Address and Telephone Number of Individual to Whom Notices and
Correspondence Concerning This Statement Should be Addressed:

Thomas J. Dougherty, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Beacon Street
Boston, Massachusetts 02108-3194
Tel: (617) 573-4820
Fax: (617) 573-4822
Email: dougherty@skadden.com

With a copy to:

James D. Gallagher, Esq.
Manulife Financial Corporation
73 Tremont Street
Boston, Massachusetts 02108-3915
Tel: (617) 854-8614
Fax: (617) 854-8685
Email: jgallagher@manulifeusa.com

Steven R. DeLott, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
Tel: (212) 455-3426
Fax: (212) 455-2502
Email: sdelott@stblaw.com

ITEM 7. OWNERSHIP OF VOTING SECURITIES.

In addition to the information previously provided under Item 7, on November 20, 2003, the Applicant announced its intention to purchase additional shares of common stock of JHFS. Attached as Appendix I to this Amendment is a copy of the related press release. The purchases have been and will be made on the New York Stock Exchange and are subject to applicable securities laws. At the conclusion of each day on which purchases are made, the Applicant issues a press release disclosing the aggregate number and the volume weighted average price of the shares purchased on that day. Such press releases are posted on the Applicant's website (www.manulife.com).

As of January 2, 2004, the Applicant owned approximately 6.4 million shares (approximately 2.2%) of the issued and outstanding shares of common stock of JHFS, including approximately 34,000 shares held in segregated funds.

The Applicant's level of beneficial ownership in the voting securities of JHFS will at all times remain under 10%, unless the Commissioner approves a greater level of ownership.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Exhibits.

The following Exhibits are attached to this Amendment:

EXHIBIT NUMBER	EXHIBIT TITLE
1-A	First Amendment to Agreement and Plan of Merger, dated as of December 29, 2003.
10-A	Amendment No.1 to Form F-4 filed by the Applicant with the SEC on December 23, 2003.
10-B	Amendment No. 2 to Form F-4 filed by the Applicant with the SEC on January 5, 2004.


ITEM 13. SIGNATURE AND CERTIFICATION.

SIGNATURE

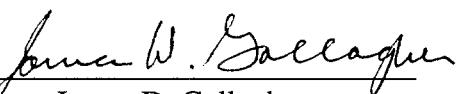
Pursuant to the requirements of M.G.L. c. 175, § 206B and 211 CMR 7.05(1), Manulife Financial Corporation has caused this amendment to be duly signed on its behalf in the City of Boston, Commonwealth of Massachusetts, on the 6th day of January, 2004.

(SEAL)

MANULIFE FINANCIAL CORPORATION

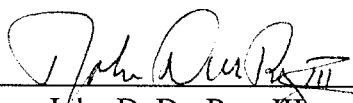
BY: 
Name: John D. DesPrez III
Title: Executive Vice President

Attest:

BY: 
Name: James D. Gallagher
Title: Vice President, Chief
Legal Officer & Government
Relations

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached amendment dated January 6th, 2004, for and on behalf of Manulife Financial Corporation; that he is the Executive Vice President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.


Name: John D. DesPrez III
Title: Executive Vice President

APPENDIX I

PRESS RELEASE OF NOVEMBER 20, 2003

Manulife Financial to Commence Purchase of its Common Shares

Toronto - Manulife Financial Corporation expects to commence purchases this week of its common shares. As well, Manulife plans to purchase common stock of John Hancock Financial Services, Inc.

Purchases of Manulife common shares and John Hancock common stock will be subject to market conditions. Manulife has appointed agents who will determine the time, amount and price at which purchases will be made, subject to volume and price parameters that Manulife will set from time to time.

The purchases of Manulife common shares will be made on the Toronto Stock Exchange (TSX) under Manulife's previously announced normal course issuer bid and in accordance with applicable TSX rules, including the limit on purchases of 2 per cent of the outstanding shares in any 30-day period. Also, Manulife has voluntarily adopted additional restrictions on the buying of its common shares, including daily volume limits based upon the average daily trading volume of Manulife shares on the TSX. These additional restrictions are based upon the pricing and volume principles of Rule 10b-18 under the Securities Exchange Act of 1934.

The purchases of John Hancock common stock will be made on the New York Stock Exchange and will be subject to equivalent restrictions Manulife has imposed upon its purchases of Manulife common shares. After the completion of the planned merger between Manulife and John Hancock, the purchased John Hancock common stock will be cancelled.

At the conclusion of each day on which purchases of shares are made, Manulife will issue a press release disclosing the aggregate number and the volume weighted average price of the shares purchased on that day.

The purchases of Manulife common shares and John Hancock common stock are part of Manulife's planned repurchase of its outstanding equity previously announced at the time of its agreement to merge with John Hancock.

No purchases of Manulife common shares or John Hancock common stock will be made at any time where such purchases would be prohibited under applicable U.S. or Canadian securities laws.

About Manulife Financial

Manulife Financial is a leading Canadian-based financial services group operating in 15 countries and territories worldwide. Through its extensive network of employees, agents and distribution partners, Manulife Financial offers clients a diverse range of financial protection products and wealth management services. Funds under management by Manulife Financial were Cdn\$150.8 billion as at September 30, 2003.

Manulife Financial Corporation trades as 'MFC' on the TSX, NYSE and PSE, and under '0945' on the SEHK. Manulife Financial can be found on the Internet at www.manulife.com.

For more information, please contact:

Media inquiries:

Donna Lindell

Corporate Communications

(416) 926-5226

donna_lindell@manulife.com

Investor Relations:

Edwina Stoate

1-800-795-9767 ext. 63490 or

(416) 926-3490

edwina_stoate@manulife.com